

SWIDARSKI THOMAS W  
Form 4  
November 10, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SWIDARSKI THOMAS W

(Last) (First) (Middle)

C/O DIEBOLD,  
INCORPORATED, 5995 MAYFAIR  
ROAD

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DIEBOLD INC [DBD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					1,516	I	401(k) (1)
Common Stock	11/06/2009		M	1,500 A \$ 22.88	53,277 (2)	D	
Common Stock					21,404	I	By Wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-qualified Stock Option	\$ 22.88	11/06/2009		M	1,500	01/27/2001	01/26/2010	Common Stock	1,500
Non-qualified Stock Option	\$ 28.69					02/07/2002	02/06/2011	Common Stock	8,000
Non-qualified Stock Option	\$ 36.59					02/06/2003	02/05/2012	Common Stock	15,000
Non-qualified Stock Option	\$ 36.31					02/05/2004	02/04/2013	Common Stock	20,000
Non-qualified Stock Option	\$ 53.1					02/11/2005	02/10/2014	Common Stock	25,000
Non-qualified Stock Option	\$ 55.23					02/10/2006	02/09/2015	Common Stock	22,500
Non-qualified Stock Option	\$ 37.87					(3)	12/11/2012	Common Stock	150,000
Non-qualified Stock Option	\$ 25.53					02/13/2009	02/12/2018	Common Stock	120,000
Non-qualified Stock Option	\$ 24.79					02/11/2010	02/10/2019	Common Stock	150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWIDARSKI THOMAS W C/O DIEBOLD, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720	X		President & CEO	

## Signatures

Chad F. Hesse, Att'y.-in-fact for Thomas W.  
Swidarski

11/10/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Number of 401(k) shares owned as of most current statement; fractional shares omitted.
- (2) Number includes restricted stock units

- (3) 75,000 of these options became exercisable when the stock traded at \$50/share or higher for 20 consecutive trading days in July 2007, and the second 75,000 will become exercisable when the stock trades at \$60/share or higher for 20 consecutive trading days. All remaining options will become exercisable on the sixth anniversary date of the award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. : times new roman">

511 Walnut Street

Cincinnati, Ohio 45202

Item 2(a).

Name of Person Filing:

This Schedule is being filed by National Bank of Canada ("NBC"), a chartered bank governed by the Bank Act (Canada).

Item 2(b).

Address of Principal Business Office or, if None, Residence:

The principal business office address of NBC is:

National Bank of Canada

600 de La Gauchetière West

Montreal, Quebec H3B 4L2

Canada

Item 2(c).

Citizenship:

The place of organization of NBC is Canada.

Item 2(d).

Title of Class of Securities:

Common Stock

Item 2(e).

CUSIP Number:

758865109

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:	1,977,217
(b) Percent of class:	4.9%
(c) Number of shares as to which the person has:	

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(i) Sole power to vote or to direct the vote	1,977,217
(ii) Shared power to vote or to direct the vote	-0-
(iii) Sole power to dispose or to direct the disposition of	1,977,217
(iv) Shared power to dispose or to direct the disposition of	-0-

The number of shares beneficially owned and the percentage of outstanding shares represented thereby for NBC have been computed in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The percentage of ownership described above for NBC is based on 39,995,608 shares of Common Stock outstanding as of November 3, 2008, as reported in the issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 filed with the Securities and Exchange Commission on November 10, 2008.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 5, 2009

NATIONAL BANK OF CANADA

By: /s/ Francois Bourassa

Name: Francois Bourassa

Title: Senior Manager (supervisory),  
Trading and Structured Products